

**BALL JANIK LLP**

A T T O R N E Y S .

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

JUN 15 2 25 PM '98

June 15, 1998

RECORDATION NO. 18011-A FILED

JUN 15 '98

2-25 PM

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Declaration of Full Payment, a secondary document, dated June 11, 1998. The primary document to which this is connected is recorded under Recordation No. 18011. We request that one copy of this document be recorded under Recordation No. 18011-A.

The name and address of the party to the Declaration of Full Payment is:

Lender:

Marine Midland Business Loans, Inc., f/k/a U.S. Concord, Inc.  
One Marine Midland Center  
Buffalo, NY 14203

A description of the equipment covered by the Declaration of Full Payment consists of five GP-9 locomotives numbered HESR 100, 101, 102, 103, and 105, and one GP-7 locomotive numbered HESR 104.

A fee of \$26.00 is enclosed. Please return one original of the document to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

BALL JANIK LLP

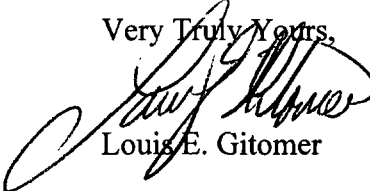
Honorable Vernon A. Williams

June 15, 1998

Page 2

A short summary of the document to appear in the index follows: a Declaration of Full Payment by Marine Midland Business Loans, Inc., f/k/a U.S. Concord, Inc., One Marine Midland Center, Buffalo, NY 14203, covering five GP-9 locomotives numbered HESR 100, 101, 102, 103, and 105, and one GP-7 locomotive numbered HESR 104.

Very Truly Yours,



Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

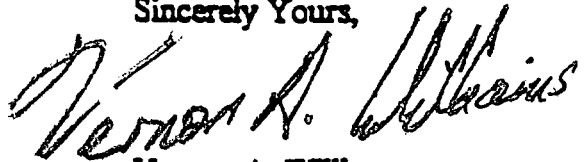
DATE: 6/15/98

Louis E. Gitomer  
Ball, Janik LLP  
1455 F Street, NW., Ste. 225  
Washington, DC., 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 6/15/98 at 2:25PM, and  
assigned recordation number(s). 18011-A.

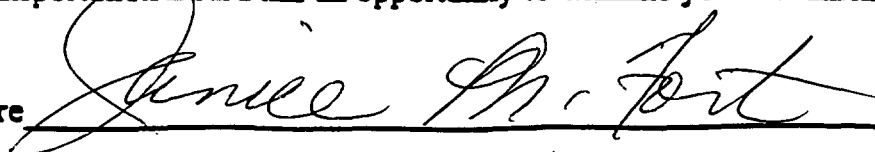
Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 26.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



# Marine Midland Bank

One Marine Midland Center, Buffalo, New York 14203

RECORDATION NO. 18011-A FILED

JUN 15 '98

2-25PM



Security Agreement Number 2935

## DECLARATION OF FULL PAYMENT

Marine Midland Business Loans, Inc. f/k/a U.S. Concord, Inc., a company organized and existing under and by virtue of the laws of the State of Delaware, does hereby certify that certain Security Agreement Number 2935 dated as of October 30, 1992, by and between Huron and Eastern Railway Company, Inc., ("Debtor") (Security Agreement") covering the loan for five EMD Model GP-9 locomotives, numbered 100,101,102,103, and 105, one EMD Model GP-7 locomotive, number 104 and other non-rolling stock equipment has fully satisfied, paid and discharged.

Marine Midland Business Loans, Inc. f/k/a U.S. Concord, Inc., does hereby acknowledge and declare that Security Agreement has been paid in full; that all of the terms and conditions therein have been performed; that the Debtor has made all payments and met all charges required therein; and that the Security Agreement has terminated.

Marine Midland Business Loans, Inc. f/k/a U.S. Concord, Inc., does hereby consent that the record of its title to all the equipment covered by said Security Agreement be canceled and discharged and that this Declaration may be filed or recorded or noted on the margin of the Security Agreement wherever the same may have been filed or recorded.

IN WITNESS WHEREOF, Marine Midland Business Loans, Inc. f/k/a U.S. Concord, Inc. has caused this instrument to be executed in several counterparts by its proper officers thereunto duly authorized this 11th day of June, 1998.

Marine Midland Business Loans, Inc.  
f/k/a U.S. Concord, Inc.

Michael J. Vitale, Vice President

Subscribed and sworn to before me this 11th day of June, 1998.

KARRY F. LACHAT  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires Feb. 18, 2000